

INVACARE CORP  
Form 4  
August 22, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEBER WILLIAM M**

(Last) (First) (Middle)

**ONE INVACARE WAY**

(Street)

**ELYRIA, OH 44035**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INVACARE CORP [IVC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/20/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares                   |                                      |  |                                | (A) or (D) Price  | 43,873  | D  |                                   |
| Common Shares                   |                                      |  |                                | (A) or (D) Price  | 16,942  | I  | By Spouse                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8.            |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------|----------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
|  |  |                                      |  |                                |  | Code   | V   | (A)           | (D)                        |
| Stock Option (Right to Buy)                | \$ 25.79   | 08/20/2008                           |  | A <sup>(1)</sup>               | 1,729  | 09/30/2009   | 08/20/2018  | Common Shares | 1,729                      |
| Stock Option (Right to Buy)                | \$ 25.79   | 08/20/2008                           |  | A <sup>(1)</sup>               | 1,730  | 09/30/2010   | 08/20/2018  | Common Shares | 1,730                      |
| Stock Option (Right to Buy)                | \$ 25.79   | 08/20/2008                           |  | A <sup>(1)</sup>               | 1,730  | 09/30/2011   | 08/20/2018  | Common Shares | 1,730                      |
| Stock Option (Right to Buy)                | \$ 25.79   | 08/20/2008                           |  | A <sup>(1)</sup>               | 1,730  | 09/30/2012   | 08/20/2018  | Common Shares | 1,730                      |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WEBER WILLIAM M<br>ONE INVACARE WAY<br>ELYRIA, OH 44035 |               | X         |         |       |

## Signatures

/s/ William M. Weber, by Douglas A. Neary, his attorney-in-fact pursuant to Power of Attorney dated August 24, 2004 on file with the Commission.

08/22/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The reporting person was granted options to purchase Common Shares (with tandem tax withholding rights) under the Invacare Corporation 2003 Performance Plan in reliance upon an exemption provided under Rule 16b-3.

- (2) The reporting person holds previously reported options to buy 32,241 Common Shares (with tandem tax withholding rights) under the Invacare Corporation 1994 Performance Plan and the Invacare Corporation 2003 Performance Plan, granted in reliance upon the exemption provided by Rule 16b-3. All options were granted between March 2, 1999 and December 14, 2007, at exercise prices between \$18.9450 to \$47.01 per share, will expire between March 2, 2009 and August 22, 2017 and became or will become exercisable between March 31, 2000 and September 30, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.